

3993 Howard Hughes Parkway, Suite 600  
Las Vegas, NV 89169-5996  
Facsimile (702) 949-8321  
Telephone (702) 949-8320

Robert M. Charles, Jr. NV State Bar No. 006593  
Email: rcharles@lrlaw.com  
John Hinderaker AZ State Bar No. 018024  
Email: jhinderaker@lrlaw.com  
Marvin Ruth NV State Bar No. 10979  
Email: mruth@lrlaw.com

Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE  
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR

CHAPTER 11

**STIPULATION RE PROOF OF  
CLAIM FILED BY THE SANTORO  
FAMILY TRUST UTD 4/29/02  
BASED UPON INVESTMENT IN THE  
COPPER SAGE PHASE II LOAN**

**Date of Hearing: November 15, 2011**

**Time of Hearing: 9:30 a.m.**

**Estimated Time for hearing: 10 min.**

The USACM Liquidating Trust (the "USACM Trust"), by and through undersigned counsel, and The Santoro Family Trust UTD 4/29/02 (the "Santoro Family Trust"), by and through its trustee, Nicholas J. Santoro, hereby stipulate to allow, in full, that portion of Proof of Claim Number 10725-01472 filed by the Santoro Family Trust that is based upon an investment in the Copper Sage Phase II Loan (the "Santoro Copper Sage Claim").

The USACM Trust initially filed a Motion to Allow Claims Based Upon Investment in the Copper Sage Phase II Loan (the "Motion to Allow") [DE 8917], but subsequently learned that investors in that loan had sold their interests in the Copper Sage Phase II Loan to Platinum Properties CS II, LLC ("Platinum") for value, or had the opportunity to do so. Consequently, the USACM Trust filed a Motion to Withdraw the

1 Motion to Allow and an Omnibus Objection to the Claims Based upon Investment in the  
2 Copper Sage Phase II Loan [DE 9331] (the “Objection”).

3 The Santoro Family Trust filed a Response to the Objection [DE 9453] (the  
4 “Response”), asserting that “while the Santoro Family Trust negotiated and executed  
5 documentation in an attempt to sell its investment to Platinum, the sale was not  
6 consummated....” (Response at 2).<sup>1</sup> The USACM Trust has since verified that statement.

7 Wherefore, the USACM Trust and the Santoro Family Trust agree and stipulate that  
8 as to the Santoro Copper Sage Proof of Claim, the Trustee’s Objection should be denied  
9 and that portion of Proof of Claim Number 10725-01472 filed by the Santoro Family Trust  
10 that is based upon an investment in the Copper Sage Phase II Loan should be allowed as an  
11 unsecured claim as initially requested by the USACM Trust in the Motion to Allow.

12 Respectfully submitted this November 10, 2011.

13 LEWIS AND ROCA LLP

14 By/s/John Hinderaker (AZ 18024)

Robert M. Charles, Jr., NV 6593

John Hinderaker, AZ 18024 (*pro hac vice*)

Marvin Ruth, Nevada 10979

3993 Howard Hughes Parkway, Suite 600

Las Vegas, Nevada 89169

E-mail: JHinderaker@lrlaw.com

Attorneys for the USACM Liquidating Trust

18 SANTORO FAMILY TRUST UTD 4/29/02

19 By /s/ Nicholas Santoro

Nicholas J. Santoro, Trustee

Nevada Bar No. 0532

400 South Fourth Street, Third Floor

Las Vegas, Nevada 89101

26 <sup>1</sup> The Response was supported by a Declaration from Mr. Santoro [DE 9454].